

EXHIBIT 2

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10 **UNITED STATES DISTRICT COURT
 DISTRICT OF NEVADA**

11 UPEXI, INC., a Nevada corporation,
 12 Plaintiff,
 13 v.
 14 DOES 1-100; ROE CORPORATIONS 1-100;
 15 AND XYZ LLCS 1-100,
 16 Defendant.

17 Case No.: 2:24-cv-02185-JCM-MDC

18 **[PROPOSED] PROTECTIVE ORDER**

19 Pursuant to Fed. R. Civ. P. 26(c), this Protective Order (“Order”) is entered on Plaintiff
 20 Upexi, Inc.’s (“Plaintiff” or “Upexi”) motion, and is entered to facilitate the production of
 21 confidential, proprietary and/or private information from the third-parties that have received
 22 Subpoenas as a result of the Court’s Order Granting Ex Parte Motion to Conduct Limited
 23 Expedited Discovery to Determine the Identity of Unknown Defendants (ECF No. 7) in this action
 (the “Action”).

24 **1. SCOPE**

25 This Order applies to “Discovery Material” produced by way of the Subpoenas
 26 served on the third-parties (“Third-Parties,” or in the singular form, “Third-Party”) as a result of
 27 the Court’s Order Granting Ex Parte Motion to Conduct Limited Expedited Discovery to
 28 Determine the Identity of Unknown Defendants. (ECF No. 7).

1 The term “Confidential Discovery Material” refers to any subpoenaed information that is
 2 designated or marked “Confidential” by the Third-Party and all information contained therein, and
 3 other information designated as “Confidential,” if such documents, testimony or information fall
 4 within the scope of Rule 26(c) of the Federal Rules of Civil Procedure and contain trade secrets,
 5 proprietary business information, competitively sensitive information, or other information the
 6 disclosure of which would, in the Third-Party’s good faith judgment, be detrimental to the conduct
 7 of that Third-Party’s business or the business of any of the Third-Party’s customers or clients.

8 However, this Order does not apply to, and the following does not qualify as Confidential
 9 Discovery Material:

10 a) An amended complaint that names any particular defendant, the amount of shares
 11 purchased, and dates of purchase using the information produced as a result of the
 12 Court’s Order Granting Ex Parte Motion to Conduct Limited Expedited Discovery
 13 to Determine the Identity of Unknown Defendants; and
 14 b) Addresses of defendants named in any amended complaint used to effect service
 15 of process under the Federal Rules of Civil Procedure and applicable local rules.

16 **2. DESIGNATING DISCOVERY MATERIAL**

17 Any Third-Party may designate as “Confidential” Discovery Material produced in response
 18 to the Subpoenas if the party believes in good faith it falls within the scope of Rule 26(c) of the
 19 Federal Rules of Civil Procedure and contains trade secrets, proprietary business information,
 20 competitively sensitive information, or other information the disclosure of which would, in the
 21 Third-Party’s good faith judgment, be detrimental to the conduct of that Third-Party’s business or
 22 the business of any of the Third-Party’s customers or clients.

23 The Third-Party designating Discovery Material as Confidential must mark every page it
 24 believes qualifies as Confidential Discovery Material as “CONFIDENTIAL.”

25 **3. ACCESS TO AND USE OF CONFIDENTIAL DISCOVERY MATERIAL**

26 a) Any person subject to this Order who receives Discovery Material from any
 27 Third-Party that is designated as “Confidential” shall not disclose such Confidential Discovery
 28 Material except as expressly permitted herein.

4 c) Confidential Discovery Material must be stored and maintained in a secure
5 manner that ensures that access is limited to the persons authorized under this Order.

- i. counsel who represent parties in the Action, and employees and agents of such counsel assisting in the preparation or conduct thereof for use in accordance with this Order;
- ii. experts or consultants assisting counsel for those parties;
- iii. potential or anticipated witnesses and their counsel;
- iv. the courts in the Action; and
- v. court reporters employed in connection with the Action.

4. CONFIDENTIAL DISCOVERY MATERIAL SUBPOENAED OR
ORDERED PRODUCED IN OTHER LITIGATION OR FEDERAL INVESTIGATIONS

a) If a party or outside counsel of a party in this Action is served with a subpoena or a court order that seeks to compel disclosure of any information or items designated in this Action as "CONFIDENTIAL," or if the United States Securities and Exchange Commission

1 ("SEC") requests by any means disclosure of any of any information or items designated in this
 2 Action as "CONFIDENTIAL," then that party or its outside counsel must:

3. 1. promptly notify in writing the Third-Party that produced the information.
 4. Such notification shall include a copy of the subpoena, SEC request or court
 5. order;
6. 2. promptly notify in writing the party who caused the subpoena, SEC request
 7. or order to issue in the other matter that some or all of the material covered
 8. by the subpoena or order is subject to this Order. Such notification shall
 9. include a copy of this Order; and
10. 3. cooperate with respect to all reasonable procedures sought to be pursued by
 11. the Third-Party whose Confidential Discovery Material may be affected.

12. **5. FILING CONFIDENTIAL DISCOVERY MATERIAL**

13. Confidential Discovery Material filed with the Court, and portions of pleadings, motions
 14. or other papers filed with the Court that disclose such Confidential Discovery Material, shall be
 15. filed under seal with the Clerk of the Court in accordance with Local Rule IA 10-5 and kept under
 16. seal until further order of the Court. However, an amended complaint and accompanying service
 17. of process that names any particular defendant, their amount of shares, dates of purchase, and
 18. identifies their address shall not be filed under seal.

19. The parties will use their best efforts to minimize such sealing. Any party may challenge
 20. such sealing in accordance with applicable law. Any motion regarding filing confidential
 21. information and motions to seal will comply with the requirements of *Kamakana v. City and*
 22. *County of Honolulu*, 447 F.3d 1172 (9th Cir. 2006) and *Center for Auto Safety v. Chrysler Group,*
 23. *LLC*, 809 F.3d 1092, 1097 (9th Cir. 2016).

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1 **6. IMMEDIATE AND CONTINUING EFFECT**

2 This Order shall become effective immediately upon its execution, and shall survive any
3 settlement, discontinuance, dismissal, judgment or other disposition of the Action.

4 **ORDER**

5 IT IS SO ORDERED.

6 DATED: _____

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8 UNITED STATES MAGISTRATE JUDGE
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13 4929-1223-4265 v1 [99998-3884]
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